

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W.R. Grace & Co., <i>et al.</i> ,	)	Case No. 01-01139 (KJC)
	)	(Jointly Administered)
Reorganized Debtors.	)	
	)	Objection Deadline: June 2, 2014
	)	Hearing Date: October 14, 2014 at 10:00 a.m.

**FIFTY-SECOND QUARTERLY AND FINAL FEE APPLICATION REQUEST OF  
FERRY, JOSEPH & PEARCE, P.A. FOR APPROVAL AND ALLOWANCE OF  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE OF ASBESTOS  
PROPERTY DAMAGE CLAIMANTS FOR THE PERIOD OF  
APRIL 18, 2001 THROUGH FEBRUARY 3, 2014 AND APPROVAL  
OF POST-EFFECTIVE DATE FEES AND EXPENSES**

Name of Applicant:	<u>Ferry, Joseph &amp; Pearce, P.A.</u>
Authorized to provide professional services to:	<u>Official Committee of Asbestos Property Damage Claimants</u>
Date of retention:	<u>April 18, 2001</u>
52 <sup>nd</sup> Quarterly Fee Period for which compensation and reimbursement is sought:	<u>January 1, 2014 through February 3, 2014</u>
Amount of compensation sought as actual reasonable and necessary:	<u>\$11,003.00</u>
Amount of expense reimbursement sought as actual reasonable and necessary:	<u>\$81.03</u>
Final Fee Period for which compensation and reimbursement is sought:	<u>April 18, 2001 through February 3, 2014</u>
Amount of compensation sought as actual reasonable and necessary:	<u>\$2,063,274.00<sup>1</sup></u>
Amount of expense reimbursement sought as actual reasonable and necessary:	<u>\$264,221.32</u>
Amount of Post-Effective Date Fees and Expenses:	<u>\$19,704.00 and \$1,420.35</u>

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<sup>1</sup>The final amount of compensation and reimbursement of expenses includes all fees and expenses approved in these bankruptcy cases, all fees and expenses approved in the FT adversary actions and all fees and expenses pending approval from the 51<sup>st</sup> and 52<sup>nd</sup> quarterly fee periods.

**PRIOR QUARTERLY APPLICATIONS:**

		<b>Requested</b>		<b>Approved</b>	
<b>Date Filed; Docket No.</b>	<b>Period Covered</b>	<b>Fees</b>	<b>Expenses</b>	<b>Fees</b>	<b>Expenses</b>
7/30/01; 767	5/18/01- 6/30/01	\$19,003.50	\$4,378.06	\$19,003.50	\$4,378.06
10/31/01; 1056	7/1/01-9/30/01	\$23,948.00	\$6,189.16	\$23,948.00	\$6,189.16
01/31/02; 1586	10/1/01-12/31/01	\$21,014.00	\$5,381.10	\$21,014.00	\$5,381.10
05/23/02; 2100	1/1/02-3/31/02	\$22,724.00	\$9,421.63	\$22,724.00	\$9,421.63
09/12/02; 2681	4/1/02- 6/30/02	\$26,113.00	\$10,994.77	\$26,013.00	\$10,994.77
11/27/02; 3080	7/1/02-9/30/02	\$20,551.50	\$8,125.92	\$20,551.50	\$8,125.92
03/06/03; 3485	10/1/02- 12/31/03	\$13,491.00	\$3,512.76	\$13,491.00	\$3,512.76
05/20/03; 3811	1/1/03-3/31/03	\$11,570.00	\$2,710.56	\$11,570.00	\$2,710.56
9/02/03; 4358	4/1/03- 6/30/03	\$12,260.00	\$4,478.85	\$12,260.00	\$4,478.85
12/17/03; 4825	7/1/03-9/30/03	\$15,486.00	\$2,747.01	\$15,486.00	\$2,747.01
4/5/04; 5399	10/1/03-12/31/03	\$20,083.00	\$6,548.00	\$20,083.00	\$6,548.00
5/26/04; 5650	1/1/04-3/31/04	\$26,263.00	\$9,834.18	\$26,263.00	\$9,834.18
9/3/04; 6318	4/1/04-6/30/04	\$21,139.00	\$4,809.32	\$21,139.00	\$4,809.32
1/7/05; 7505	7/1/04-9/30/04	\$21,683.50	\$2,494.79	\$21,683.50	\$2,494.79
2/7/05; 7698	10/1/04-12/31/04	\$23,449.00	\$2,479.28	\$23,449.00	\$2,479.28
5/25/05; 8502	1/1/05-3/31/05	\$29,152.50	\$7,868.55	\$29,152.50	\$7,868.55
11/9/05; 11022	4/1/05-6/30/05	\$26,662.00	\$6,377.91	\$26,662.00	\$6,377.91
11/14/05; 1061	7/1/05-9/30/05	\$47,464.50	\$8,938.14	\$47,464.50	\$8,938.14
2/14/06; 11777	10/1/05-12/31/05	\$71,624.00	\$8,222.53	\$71,624.00	\$8,222.53
5/15/06; 12425	1/1/06-3/31/06	\$50,212.00	\$6,111.34	\$50,212.00	\$6,111.34
8/15/06; 12982	4/1/06-6/1/06	\$36,798.00	\$5,268.23	\$36,798.00	\$5,268.23
11/13/06; 13649	7/1/06-9/30/06	\$60,260.00	\$6,143.79	\$60,260.00	\$6,143.79
2/13/07; 14556	10/1/06-12/31/06	\$77,219.00	\$5,774.46	\$77,219.00	\$5,774.46
6/6/07; 15986	1/1/07 - 3/31/07	\$75,565.50	\$14,240.18	\$75,565.50	\$14,240.18
8/14/07; 16559	4/1/07 - 6/1/07	\$68,668.50	\$7,867.33	\$68,668.50	\$7,867.33
11/15/07; 17375	7/1/07 - 9/31/07	\$59,923.50	\$6,170.34	\$59,923.50	\$6,036.36
2/22/08; 18103	10/1/07 - 12/31/07	\$60,791.00	\$2,670.17	\$60,791.00	\$2,670.17
5/15/08; 18717	1/1/08 - 3/31/08	\$70,496.00	\$5,495.38	\$70,496.00	\$5,495.38
8/14/08; 19303	4/1/08 - 6/30/08	\$76,689.00	\$6,802.66	\$76,689.00	\$6,802.66
11/14/08; 20034	7/1/08 - 9/30/08	\$54,906.00	\$5,128.81	\$54,906.00	\$5,128.81
2/12/09; 20709	10/1/08 - 12/31/08	\$66,825.00	\$7,354.39	\$66,825.00	\$7,354.39
5/13/09; 21656	1/31/09 - 3/31/09	\$90,249.00	\$5,239.78	\$90,249.00	\$5,239.78
8/14/09; 22799	4/1/09 - 6/30/09	\$97,953.50	\$3,512.22	\$97,953.50	\$3,512.22
11/16/09; 23768	7/1/09 - 9/30/09	\$101,584.50	\$8,798.98	\$101,584.50	\$8,798.98
2/16/10; 24306	10/1/09 - 12/31/09	\$72,712.50	\$4,651.73	\$72,675.00	\$4,651.73
5/14/10; 24773	1/1/10-3/31/10	\$50,734.50	\$9,397.41	\$50,734.50	\$9,397.41
8/16/10; 25225	4/1/10-06/30/10	\$35,303.00	\$2,642.07	\$35,303.00	\$2,642.07

		Requested		Approved	
Date Filed; Docket No.	Period Covered	Fees	Expenses	Fees	Expenses
11/15/10;25745	7/1/10-9/30/10	\$26,451.00	\$1,713.24	\$26,451.00	\$1,713.24
2/18/11;26346	10/1/10-12/31/10	\$24,634.00	\$1,869.65	\$24,634.00	\$1,869.65
5/20/11;26968	1/1/11-3/31/11	\$44,706.00	\$2,116.13	\$44,706.00	\$2,116.13
8/16/11;27435	4/1/11-6/30/11	\$39,422.00	\$1,908.37	\$39,422.00	\$1,908.37
11/14/11;27935	7/1/11-9/30/11	\$19,075.00	\$560.88	\$19,075.00	\$560.88
2/24/12;28577	10/01/11-12/31/11	\$19,938.00	\$1,267.30	\$19,938.00	\$1,267.30
5/25/12;28974	1/1/12-3/31/12	\$21,177.00	\$1,976.09	\$21,177.00	\$1,976.09
9/4/12;29566	4/1/2012-6/30/12	\$22,383.50	\$1,893.15	\$22,383.50	\$1,893.15
12/5/12;29996	7/1/12- 09/30/12	\$13,780.50	\$1,653.69	\$13,780.50	\$1,653.69
3/11/13;30387	10/1/12 - 12/31/12	\$14,764.50	\$548.80	\$14,764.50	\$548.80
5/22/13;30651	1/1/13-3/31/13	\$20,510.00	\$3,273.78	\$20,510.00	\$3,273.78
9/10/13;31088	4/1/13-6/30/13	\$17,280.00	\$1,485.29	\$17,280.00	\$1,485.29
11/22/13;31387	7/1/13-9/30/13	\$9,190.00	\$1,003.58	\$9,190.00	\$1,003.58
2/28/14;31790	10/1/13-12/31/13	\$9,641.00	\$1,126.68		
	1/1/14-2/3/14	\$11,003.00	\$81.03		
	Totals:	\$1,994,527.50	\$251,259.45	\$1,973,746.00	\$249,917.76

**PRIOR QUARTERLY FEE APPLICATIONS IN FT ADVERSARY ACTIONS:**

		Requested		Approved	
Date Filed; Docket No.	Period Covered	Fees	Expenses	Fees	Expenses
12/19/02; 407	6/1/02 -9/ 30/02	\$18,479.00	\$1,888.39	\$18,479.00	\$1,888.39
4/1/03; 464	10/1/02 - 12/ 31/02	\$12,059.00	\$971.11	\$12,059.00	\$971.11
2/18/04; 629	1/1/03 - 03/31/03	\$5,457.00	\$618.41	\$5,457.00	\$618.41
2/25/04; 633	4/1/03 - 06/30/03	\$7,406.00	\$1,373.83	\$7,406.00	\$1,373.83
3/5/04; 637	7/1/03 - 09/30/03	\$3,736.00	\$748.12	\$3,736.00	\$748.12
11/15/04; 699	10/1/03 - 12/31/03	\$3,852.00	\$136.51	\$3,852.00	\$136.51
11/15/04; 700	1/1/04 - 3/31/04	\$2,407.50	\$390.21	\$2,407.50	\$390.21
1/20/05; 714	04/1/04 - 6/30/04	\$2,941.50	\$847.74	\$2,941.50	\$847.74
1/20/05; 715	1/1/04 - 09/30/04	\$1,495.50	\$154.90	\$1,495.50	\$154.90
3/21/05; 728	10/1/04 - 12/31/04	\$2,970.00	\$350.36	\$2,970.00	\$350.36
3/21/05; 744	1/1/05 - 3/31/05	\$5,536.50	\$742.22	\$5,536.50	\$742.22
3/29/10; 24519	4/1/05 - 5/31/05	\$2,544.00	\$4,874.05	\$2,544.00	\$4,874.05
	<b>Total:</b>	<b>\$68,884.00</b>	<b>\$13,095.85</b>	<b>\$68,884.00</b>	<b>\$13,095.85</b>

## ATTACHMENT B

**52<sup>nd</sup> Quarterly Fee Period:****CUMULATIVE SUMMARY OF COMPENSABLE TIME OF PROFESSIONALS**

Name of professional person	Position of the Applicant, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Fees
Michael B. Joseph	Partner, Various, 1976, Bankruptcy	\$450.00	0.00	\$0.00
Theodore J. Tacconelli	Partner, Various, 1988, Bankruptcy, Commercial Litigation	\$395.00	21.00	\$8,295.00
Theodore J. Tacconelli (Travel/Non-working)		\$197.50	0.00	\$0.00
Rick Miller	Partner, Various, 1995, Bankruptcy and General Litigation	\$315.00	0.00	\$0.00
Lisa Coggins	Associate, 2002, Bankruptcy and General Practice	\$310.00	5.30	\$1,643.00
Kristie Callahan	Legal Assistant	\$150.00	7.10	\$1,065.00
Grand Total:			33.40	\$11,003.00
Blended Rate:				\$329.43

**CUMULATIVE COMPENSATION SUMMARY BY PROJECT CATEGORY**

Project Category	Total Hours for the Quarterly Period	Total Fees for the Quarterly Period
Case Administration	16.30	\$5,519.00
Committee...	0.80	\$316.00
Fee Applications, Others	3.70	\$862.00
Asbestos: Claims Analysis	0.00	\$0.00
Fee Applications, Applicant	3.50	\$711.50
Non-Asbestos: Claims Analysis	0.10	\$39.50
Lit. and Lit. Consulting	0.00	\$0.00
ZAI Science Trial	0.00	\$0.00
Travel/Non-working	0.00	\$0.00
Plan and Disclosure Statement	7.90	\$3,120.50
Hearings	0.60	\$237.00
Employment App. Others	0.00	\$0.00
Relief from Stay Lit.	0.00	\$0.00
Other	0.00	\$0.00
Employment App. Applicant	0.00	\$0.00
Asset Disposition	0.00	\$0.00
Professional Retention Issues	0.50	\$197.50
<b>Total:</b>	<b>33.40</b>	<b>\$11,003.00</b>

**CUMULATIVE EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Total Expenses</b>
Computer Legal Research	
Facsimile (\$1.00 per page)	
In-House Reproduction	\$42.90
Outside Reproduction	
Document Scanning, Service or Retrieval	
Filing/Court Fees	
Out-of-Town Travel	
Courier & Express Carriers	
Postage	\$2.03
Pacer	\$36.10
Hearing Transcripts	
Service Supplies	
Other	
<b>Total:</b>	<b>\$81.03</b>

**Final Fee Period:****CUMULATIVE SUMMARY OF COMPENSABLE TIME OF PROFESSIONALS**

<b>Name</b>	<b>Position, Prior Relevant Experience, Year of Obtaining License, Area of Expertise</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Michael B. Joseph	Partner, Various, 1976, Bankruptcy	\$375.00	1.5	\$562.50
		\$350.00	0	\$0.00
		\$300.00	4.4	\$1,320.00
		\$275.00	4.6	\$1,265.00
Theodore J. Tacconelli	Partner, Various, 1988, Bankruptcy, Commercial Litigation	\$395.00	21	\$8,295.00
		\$380.00	109.1	\$41,458.00
		\$360.00	140.3	\$50,508.00
		\$350.00	245.3	\$85,855.00
		\$325.00	308	\$100,100.00
		\$295.00	1082.5	\$319,337.50
		\$280.00	831.5	\$232,820.00
		\$260.00	854.1	\$222,066.00
		\$250.00	697.1	\$174,275.00
		\$240.00	576.5	\$138,336.00
		\$225.00	220.8	\$49,680.00
		\$200.00	663	\$133,754.00
TJT/ Travel/Non-working		\$185.00	122.8	\$22,718.00
		\$190.00	2	\$380.00
		\$180.00	4	\$720.00
		\$175.00	6	\$1,050.00
		\$130.00	10	\$1,170.00
		\$125.00	3	\$375.00
		\$120.00	4	\$480.00
Rick S. Miller	Partner, Various, 1995, Bankruptcy and General Litigation	\$112.50	11	\$1,237.50
		\$100.00	5.8	\$580.00
		\$315.00	0	\$0.00
		\$290.00	6.1	\$1,769.00
		\$275.00	13.1	\$3,602.50
		\$250.00	21.9	\$5,475.00
		\$240.00	27.7	\$6,648.00
		\$225.00	16.4	\$3,690.00
		\$215.00	24.2	\$5,203.00
		\$200.00	11.2	\$2,240.00
		\$175.00	68.4	\$11,662.50

		\$160.00	66	\$10,000.00
Jason C. Powell	Partner, 1998, Bankruptcy and General Practice	\$140.00	0.9	\$126.00
Lisa L. Coggins	Associate, 2002, Bankruptcy and General Practice	\$310.00	22.1	\$6,851.00
		\$300.00	17.8	\$5,340.00
		\$290.00	24.9	\$7,221.00
		\$270.00	31	\$8,370.00
		\$250.00	37.2	\$9,300.00
		\$215.00	31.7	\$6,815.50
		\$200.00	40	\$8,000.00
		\$185.00	92.5	\$17,112.50
		\$165.00	47.6	\$7,854.00
		\$150.00	53.9	\$8,085.00
		\$130.00	160.8	\$20,904.00
	Legal Assistant	\$80.00	194.4	\$15,552.00
Steven G. Weiler	Associate, 2006, Bankruptcy and General Practice	\$230.00	31.6	\$7,268.00
		\$190.00	51.2	\$9,728.00
		\$175.00	29.2	\$5,057.50
		\$160.00	30.6	\$4,896.00
		\$150.00	55.5	\$8,325.00
	Legal Assistant	\$90.00	11.5	\$1,035.00
		\$80.00	2.1	\$160.00
Regina Matozzo	Associate, 2010, Bankruptcy and General Practice	\$250.00	8.3	\$2,075.00
		\$225.00	27	\$6,075.00
		\$200.00	171.2	\$34,240.00
		\$125.00	4.9	\$612.50
	Law Clerk	\$100.00	3.4	\$340.00
Heather Zolna	Law Clerk	\$150.00	0	\$0.00
		\$125.00	39.8	\$4,975.00
Leah Tressler	Law Clerk	\$100.00	17.1	\$1,710.00
Nicole Miller	Law Clerk (1)	\$100.00	11.9	\$1,000.00
Patricia Rooney	Legal Assistant	\$150.00	0.8	\$120.00
Kristine Callahan	Legal Assistant	\$150.00	209.4	\$32,940.00
Scott Kreps	Legal Assistant	\$150.00	6.1	\$915.00
		\$125.00	13.1	\$1,637.50
Margriet Hedden	Legal Assistant	\$150.00	42.6	\$6,390.00
		\$125.00	140.8	\$17,600.00
		\$100.00	654.1	\$65,600.00
MaryAnn Guggenberger	Legal Assistant	\$150.00	5.4	\$810.00
		\$125.00	2.5	\$312.50
Nancy Crowley	Legal Assistant	\$125.00	0	\$0.00

		\$100.00	18.7	\$1,870.00
Andrea L. DelCollo	Legal Assistant	\$100.00	73.7	\$7,370.00
		\$90.00	121.8	\$10,962.00
		\$80.00	4.75	\$300.00
Diane R. Saccone	Legal Assistant	\$80.00	0.5	\$40.00
			8725.65	\$1,994,527.50
Fee Reduction:				\$-137.50
Total:			8725.65	\$1,994,390.00
Blended Rate:				\$228.57

**CUMULATIVE SUMMARY OF COMPENSABLE TIME OF PROFESSIONALS  
FOR FT ADVERSARY ACTIONS**

Name	Position, Prior Relevant Experience, Year of Obtaining License, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
Theodore J. Tacconelli	Partner, Various, 1988, Bankruptcy, Commercial Litigation	\$240.00 \$225.00 \$200.00	15.9 16.7 140.1	\$3,816.00 \$3,757.50 \$28,020.00
Rick S. Miller	Partner, Various, 1995, Bankruptcy and General Litigation	\$225.00 \$200.00 \$175.00	1.8 4 13.4	\$405.00 \$809.00 \$2,345.00
Lisa L. Coggins	Associate, 2002, Bankruptcy and General Practice Legal Assistant	\$165.00 \$150.00 \$130.00 \$80.00	3.1 28.1 111.7 13.7	\$511.50 \$4,215.00 \$14,521.00 \$1,096.00
Steven G. Weiler	Associate, 2006, Bankruptcy Legal Assistant	\$150.00 \$90.00 \$80.00	6.4 5.8 2.15	\$960.00 \$522.00 \$172.00
Andrea L. DelCollo	Legal Assistant	\$100.00 \$90.00	27.3 55.6	\$2,730.00 \$5,004.00
Total:			445.75	\$68,884.00
Blended Rate:				\$154.54

**CUMULATIVE COMPENSATION SUMMARY BY PROJECT CATEGORY**

Project Category	Total Hours from Petition Date	Total Fees from Petition Date
Case Administration	2,140.60	\$488,947.75
Committee...	387.60	\$93,045.00
Fee Applications, Others	912.10	\$117,403.00
Asbestos: Claims Analysis	721.10	\$187,511.00
Fee Applications, Applicant	832.00	\$119,858.00
Non-Asbestos: Claims Analysis	192.00	\$56,497.00



<b>Project Category</b>	<b>Total Hours from Petition Date</b>	<b>Total Fees from Petition Date</b>
Lit. and Lit. Consulting	1,021.75	\$236,242.75
ZAI Science Trial	43.20	\$12,313.50
Travel/Non-working	73.30	\$8,655.00
Plan and Disclosure Statement	1,380.90	\$402,876.00
Hearings	873.10	\$234,673.00
Employment App. Others	91.40	\$18,461.50
Relief from Stay Lit.	27.40	\$7,707.00
Other	8.00	\$1,856.00
Employment App. Applicant	2.40	\$444.00
Asset Disposition	0.90	\$214.00
Professional Retention Issues	17.90	\$7,823.00
Fee Reductions		(\$137.50)
<b>Total:</b>	<b>8,725.65</b>	<b>\$1,994,390.00</b>
FT Adversary Actions	445.75	\$68,884.00
<b>Total:</b>	<b>9,171.40</b>	<b>\$2,063,274.00</b>

### CUMULATIVE EXPENSE SUMMARY

<b>Expense Category</b>	<b>Total Expenses from Petition Date</b>
Computer Legal Research	\$4,699.37
Facsimile (\$1.00 per page)	\$3,228.00
In-House Reproduction	\$17,405.44
Outside Reproduction	\$79,668.33
Document Scanning, Service or Retrieval	\$2,353.58
Filing/Court Fees	\$3,683.91
Out-of-Town Travel	\$5,920.22
Courier & Express Carriers	\$56,144.18
Postage	\$3,312.91
Pacer	\$4,700.78
Hearing Transcripts	\$59,399.82
Service Supplies	\$1,615.68
Other	\$8,993.25
<b>Total:</b>	<b>\$251,125.47</b>
FT Adversary Actions	\$13,095.85
<b>Total:</b>	<b>\$264,221.32</b>

### CUMULATIVE EXPENSE SUMMARY FOR FT ADVERSARY ACTIONS

<b>Expense Category</b>	<b>Total Expenses from Petition Date</b>
Facsimile (\$1.00 per page)	\$332.00
In-House Reproduction	\$2,967.55
Outside Reproduction	\$1,934.00
Document Scanning, Service or Retrieval	\$459.01
Courier & Express Carriers	\$6,701.57
Postage	\$461.09
Pacer	\$21.91
Service Supplies	\$218.72
<b>Total:</b>	<b>\$13,095.85</b>

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W.R. Grace & Co., <i>et al.</i> ,	)	Case No. 01-01139 (KJC)
	)	(Jointly Administered)
Debtors.	)	
	)	Objection Deadline: Mon., June 2, 2014 at 4:00 p.m.
	)	Hearing Date: Tues., Oct. 14, 2014 at 10:00 a.m.

**FIFTY-SECOND QUARTERLY AND FINAL FEE APPLICATION REQUEST OF  
FERRY, JOSEPH & PEARCE, P.A. FOR APPROVAL AND ALLOWANCE OF  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE OF ASBESTOS  
PROPERTY DAMAGE CLAIMANTS FOR THE PERIOD OF  
APRIL 18, 2001 THROUGH FEBRUARY 3, 2014**

Ferry, Joseph & Pearce, P.A. (“Applicant”), counsel to the Official Committee of Asbestos Property Damage Claimants (“the PD Committee”) of W.R. Grace & Co. (“Grace”) and its sixty-one domestic subsidiaries and affiliates that are debtors and debtors-in-possession (the “Debtors”) in this Court, hereby submits its fifty-second quarterly and final fee application pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with the Administrative Fee Order (defined below) for approval and allowance of compensation for services rendered and for reimbursement of expenses incurred in connection therewith (the “Application”) and respectfully represents as follows:

**I. Introduction**

1. Applicant, as counsel to the PD Committee, seeks (i) interim allowance of compensation for the professional services rendered during the quarterly period of January 1, 2014 through February 3, 2014 (the “52<sup>nd</sup> Quarterly Fee Period”) in the amount of \$11,003.00 and (ii) reimbursement of actual and necessary expenses incurred by Applicant in connection with the rendition of such professional services in the amount of \$81.03. Applicant further seeks (i) final approval and allowance of compensation for the professional services rendered during the period of April 18, 2001 through February 3, 2014 (the “Final Fee Period”) in the aggregate amount of \$2,063,274.00 and (ii) reimbursement of actual and necessary expenses incurred by Applicant in

connection with the rendition of such professional services in the aggregate amount of \$264,221.32. Additionally, Applicant seeks approval of Post-Effective Date fees and expenses in the amount of \$19,704.00 and \$1,420.35, respectively.

2. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§1408 and 1409.

## **II. Background**

3. On April 2, 2001, each of the Debtors filed voluntary petitions for reorganization under Chapter 11 of the Bankruptcy Code. The Debtors continue to operate its business and manage their properties as a debtor-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors' Chapter 11 cases have been procedurally consolidated and are being jointly administered. No trustee has been appointed in this case.

4. On May 3, 2001, the Court entered an Administrative Order establishing procedures for interim compensation and reimbursement of expenses for estate professionals. Such Order was subsequently amended by the Court on April 17, 2002 (collectively the "Administrative Fee Order").

5. On April 12, 2001, the United States Trustee formed the PD Committee. Thereafter, the PD Committee approved the retention of Applicant as its local Delaware counsel.

6. By application dated June 22, 2001, Applicant sought Court approval for its retention as counsel to the PD Committee *nunc pro tunc* to April 18, 2001. The Court signed the Order approving the retention on June 22, 2001.

7. Prior to the filing of this Application, Applicant filed fifty-one quarterly fee applications which encompass one hundred and fifty-two monthly fee applications. The 52<sup>nd</sup> Quarterly Fee Period, covers the One Hundred and Fifty-Third Monthly Application filed by Applicant for the time period of January 1, 2014 through January 31, 2014. A copy of the invoice

for the January, 2014 fees and expenses is attached hereto as Exhibit “B”. Additionally, Applicant has generated fees for the time period of February 1, 2014 through February 3, 2014, for which an application has not yet been filed. A copy of the invoice for such additional fees is attached hereto as Exhibit “C”. Further, a copy of the invoice for the Post-Effective Date fees and expenses is attached hereto as Exhibit “D”. The itemizations including identification of services performed by the attorneys and paraprofessionals sorted by time keeper and date and expenses for the prior quarterly fee applications have been attached to each of the respective quarterly fee applications previously filed.

8. The Applicant has received no payment and no promise for payment from any source other than the Debtors’ estates for services rendered in connection with these cases. There is no agreement or understanding between the Applicant and any other person for the sharing of compensation to be received hereunder.

9. As stated in the Affidavit of Lisa L. Coggins, Esquire, attached hereto as Exhibit “A,” all of the services for which compensation is sought herein were rendered for and on behalf of the PD Committee solely in connection with these cases.

### **III. Summary of Services Rendered**

10. In accordance with the Administrative Orders and the Local Rules, a summary sheet, reflecting the (i) professionals and their corresponding names, years of experience, hourly rates and the number of hours incurred by each; (ii) requested compensation by project category; and (iii) the Applicant’s expenses, for the 52<sup>nd</sup> Quarterly Fee Period and the Final Fee Period is set forth on Attachment B. The hourly rates reflect what the Applicant generally charges its other clients for similar services. The Applicant’s services throughout the 52<sup>nd</sup> Quarterly Fee Period and Final Fee Period have been valuable to the PD Committee in providing advice and counsel as well as the preparation, service and filing of various administrative and substantive litigation

pleadings and papers in conformity with Delaware bankruptcy practice and the Local Rules of this Court.

11. The Applicant has worked closely with the PD Committee's primary counsel, Bilzin Sumberg Baena Price & Axelrod, LLP to avoid unnecessary duplication of services.

#### **IV. Conclusion**

12. Applicant has necessarily and properly expended 33.4 hours of services with a fair market value of \$11,003.00 during the 52<sup>nd</sup> Quarterly Fee Period and a total of 9171.4 hours of services with an aggregate fair market value of \$2,063,274.00 during the Final Fee Period. The work involved and thus the time expended, was carefully assigned in light of the expertise required for each particular task.

13. Applicant has incurred actual out-of-pocket expenses in the amount of \$81.03 during the 52<sup>nd</sup> Quarterly Fee Period and in the total amount of \$264,221.32 during the Final Fee Period, in connection with the rendition of services to the PD Committee for which it respectfully requests reimbursement in full.

14. Additionally, during the Post-Effective Date period, Applicant has necessarily and properly expended 77.6 hours of services with a fair market value of \$19,704.00 and incurred actual out-of-pocket expenses in the amount of \$1,420.35.

15. The Applicant charges \$.10 per page for in-house photocopying services. The Applicant charges the actual cost from the vendor for out-sourced photocopying and document retrieval, and computerized legal research. The Applicant charges \$1.00 per page for out-going facsimile transmissions, and does not charge for in-coming facsimiles.

16. The Applicant has reviewed the requirements set forth in Local Rule 2016-2 and believes that this Application complies therewith.

17. In accordance with the factors enumerated in 11 U.S.C. §330, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

18. The Applicant has made no prior application in this or any other Court for the relief sought herein.

WHEREFORE, Applicant respectfully requests that the Court enter an order, substantially in the form attached hereto, granting:

a) final approval and allowance of compensation for professional services in the amount of \$2,063,274.00 and of Applicant's out-of-pocket expenses in the amount of \$264,221.32 during the Final Fee Period ;

b) final approval of compensation for professional services provided in the amount of \$19,704.00 and expenses incurred in the amount of \$1,420.35 during the Post Effective Date period;

c) directing payment from the Debtors' estate of the above amounts, less any amounts previously paid, as final compensation and reimbursement; and

d) such other relief as the Court deems just and proper.

Dated: May 12, 2014

FERRY, JOSEPH & PEARCE, P.A.

/s/ Lisa L. Coggins

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